



**Minutes of the Annual General Meeting of shareholders held on
Tuesday, 27 February 2007 at the Southern Sun Cape Sun, Strand Street,
Cape Town, at 11:00**

PLATFIELDS LIMITED

1.1 Quorum and Notice

Present : D.B. Mbindwane (In the Chair)
Members of the board
Secretary and members per attendance register

A quorum being present, the Chairman declared the meeting duly constituted.

1.2 Presentations

The CEO of Platfields gave a presentation and speech to the shareholders on the future prospects of the business.

The Technical Director gave a presentation and speech on exploration and technical aspects of the business.

The newly appointed Sponsors and Corporate Advisors Arcay Moela gave a presentation and speech on Platfields plans for a listing on the JSE during the course of 2007, 2008 financial year.

2. Annual Financials Statements

It was resolved that the financial statements of the company for the year ended 28 February 2006, including the reports of the directors and the auditors, be and are hereby adopted and accepted. Furthermore, all matters and things undertaken and discharged by the directors on behalf of the company, for the year ended 28 February 2006, be and are hereby confirmed and ratified.

3. Directors

Resolved that in accordance with the provisions of Sections 30.1.1. and 30.2.1. of the Articles of Association, Sheldon Charles Erasmus be and is herewith re-elected as a director of the company.

Resolved that in accordance with the provisions of Sections 30.1.1. and 30.2.1 of the Articles of Association Derrick Bongani Mbindwane be and is herewith re-elected as a director of the company.

4. Unissued Share Capital
Resolved that 84% of shareholders voted in favour of the directors' general authority, issued in terms of the Companies Act 61 of 1973 ("the act"), being approved, and that the unissued shares in the company be placed under the control of the directors for allotment and issue at their discretion.
5. Purchase of own shares
Resolved, as a special resolution, that the company hereby approves, as a general approval contemplated in the Act, the acquisition from time to time, either by the company itself, or by a subsidiary, of the company's issued shares, upon such terms and conditions and in such amounts as the directors of the company may from time to time decide, subject however to the provisions of the Act.
6. Rights Issue
Resolved that, approval be given in principle that the company make a non-renounceable rights issue to existing shareholders in order to raise additional capital of at least R25 million. The proposal is that each holder of ordinary shares in the company be offered one new share of R0.80 for every two shares held, fractions being ignored. Furthermore the directors be and are herewith authorized to request the secretary to prepare a timetable, and arrange for the offer documents to be completed and dispatched to all registered shareholders. Furthermore, resolved that approval has been given to the directors to seek a listing on the JSE Limited or other registered stock exchange.
7. Platinum Mile Investments 359 (Pty) Ltd
Resolved that the acquisition of Platinum Mile Investments 359 (Proprietary) Limited by the company for a consideration of the issue of approximately 18% of the issued share capital of the company be and is hereby ratified.
8. Auditors
Resolved that the independent external auditors, BDO Spencer Steward Cape Town, be and are herewith re-appointed as auditors for the ensuing year, and that the terms of their engagement and their fees be determined by the company's audit committee.

THERE BEING NO FURTHER BUSINESS THE CHAIRMAN DECLARED THE MEETING CLOSED.